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**BY-LAWS
OF
DEFENDERS OF WILDLIFE**

Restated as of November 18, 1995

ARTICLE I. NAME

The name of this Society is Defenders of Wildlife, and its principal office is in Washington, D.C.

ARTICLE II. PURPOSES

Defenders of Wildlife is a national, nonprofit organization dedicated to preserving wildlife and promoting humane treatment of wild animals, emphasizing appreciation and protection for all species in their ecological role within the natural environment. Through communication, education, and responsive action, Defenders of Wildlife works to improve public attitudes and policies toward wildlife and its habitat.

ARTICLE III. ORGANIZATION AND MANAGEMENT

SECTION 1. BOARD OF DIRECTORS

(a) Function and Composition The control and administration of the affairs and funds of the Society shall be by a Board of Directors (Board) of not less than nine (9) nor more than thirty (30) persons, elected as nearly as practicable in three equal annual classes in accordance with paragraph (b) of this Section 1. In addition to the foregoing, if a Director whose service would end by reason of paragraph (c) of this Section 1 is Chairman (or immediate past Chairman) such individual shall, if he or she so desires, serve as a Director for a further term of one year. All Directors except staff officers shall serve without compensation, but they may be reimbursed for their reasonable expenses in attending to the business of the Society, as the Board may determine.

(b) Term The Directors shall be elected at the Annual Meeting of the Society by the Board. Each Director shall take office at the end of the Annual Meeting at which such Director was elected and shall hold office for a period of three (3) years or until his or her successor is elected, and shall be eligible for re-election as hereinafter set forth.

(c) Eligibility Each nominee for Director must be a member of the Society in good standing. Any person who shall have served three (3) consecutive full three-year terms, other than a staff officer, shall be ineligible for re-election to the Board for a period of one (1) year after the termination of the third consecutive term. If in any election more than three persons would be rendered ineligible by the preceding sentence, only those three with the longest service shall be ineligible. If more than three persons would be ineligible and have identical periods of service, the Nominating Committee will determine which such person or persons, if any, shall be eligible for nomination for election to a fourth consecutive term.

(d) Interim Appointments Any vacancy in the office of Director, elective officer or member of the Executive Committee, Finance Committee or Nominating Committee may be filled for the unexpired term by the Board. Any individual appointed a Director must be a member of the Society in good standing. Service for a Director's unexpired term under this paragraph shall not be counted against the periods determining eligibility for re-election as specified in the preceding paragraph. Directors so appointed shall take office immediately.

SECTION 2. MEETINGS The Board shall hold its Annual Meeting in May (or at such other time each year as may be determined by the Executive Committee after consultation with the President), and such other regular or special meetings of the Board as it may determine or as may be called by the Chairman or by any eight members of the Board, at such times and places as the notice may specify. At all such meetings eight (8) members of the Board shall constitute a quorum unless there shall be less than 15 Directors, in which case a majority of the Directors shall constitute a quorum. When a quorum is present at any meeting a majority of the Directors present shall decide any questions brought before the meeting, except as otherwise provided by law or by these By-laws. Notice shall be given by the Chairman or the Secretary to each member of the Board at least five (5) days prior to the holding of each such meeting.

SECTION 3. OFFICERS

(a) Elective Officers The elective officers of the Society shall be a Chairman of the Board (Chairman), one or more Vice Chairmen, a Secretary, and a Treasurer, who shall be elected from the members of the Board at the Annual Meeting and shall serve for one year or until their successors are elected. No staff officer shall serve as an elective officer of the Society.

(b) Staff Officers The staff officers of the Society shall be a President, who shall be the Society's chief executive officer, and such other officers as the Board may from time to time determine. The President shall be appointed by the Board on such terms as it shall establish. If not a member of the Board, the President, or any other staff officer acting in place of the President, shall be entitled to attend and to speak at the meetings of the Board, the Executive Committee, and other committees, except executive sessions. No staff officer, other than the President, shall be a member of the Board during the officer's term of office. Notwithstanding the stated expiration of the President's current term, the President, if then serving on the Board, shall cease to be a member of the Board when he or she no longer holds the office of President.

(c) Duties The elective officers shall perform the usual functions and duties of such officials. The Chairman shall be the senior officer of the Society with general responsibility for its functioning, through the President, between meetings of the Board and the Executive Committee; the Chairman (or in the absence of the Chairman, the senior Vice Chairman present) shall preside at all meetings of the Board and the Executive Committee. The Secretary shall be responsible for the keeping of minutes of all meetings of the Board and the Executive Committee. The Treasurer shall report to and advise the Board on financial matters of the Society and shall supervise the care and custody of the funds of the Society.

SECTION 4. COMMITTEES

(a) Executive Committee An Executive Committee consisting of the elected officers, the immediate past Chairman, if any, and not less than two (2) or more than five (5) other members of the Board shall be elected from its number at the Annual Meeting. The Chairman of the Board shall serve as chairman of the Committee. During the intervals between meetings of the

Board, the Executive Committee shall possess and exercise all of the powers, authority and functions of the Board that may lawfully be delegated and are not inconsistent with established policies of the Board. The Executive Committee shall hold regular meetings as required for the business of the Society at such times and places as it may determine, and special meetings may be called at any time by the Chairman or any three members of the Committee. At least three days' notice of each meeting of the Executive Committee shall be given to its members, and at all such meetings a majority of the Committee shall constitute a quorum. The Executive Committee shall keep adequate minutes of all its meetings, which shall be circulated to all members of the Board.

(b) Finance Committee A Finance Committee consisting of the Chairman of the Board, the Treasurer (who shall serve as the Committee's Chairman) and not less than four (4) other persons shall be elected by the Board from its number at the Annual Meeting. The Finance Committee shall have responsibility for supervising the disbursements and investments of the funds of the Society, subject to the annual budget approved by the Board and overall policy guidance and instructions from the Board. The Committee shall make a report on the finances and investments of the Society at each meeting of the Board.

(c) Audit Committee An Audit Committee consisting of not less than three (3) persons shall be appointed by the Chairman of the Board, subject to the approval of the Board. A majority of the members of the Audit Committee shall be members of the Board, but Board members who also serve on the Finance Committee may not constitute a majority of the Audit Committee. The Chairman of the Board shall designate one of the members from the Board to serve as Chairman of the Committee. Neither the Chairman of the Board nor the Treasurer may serve on the Committee, but they may attend all Audit Committee meetings. The Audit Committee shall review the Society's audited financial statements and the auditors' opinion and management letter, address any other issues relating to the audit or such statements and report on such matters to the Board.

(d) Nominating Committee A Nominating Committee consisting of not less than five (5) or more than seven (7) persons shall be elected by the Board from its number at the Annual Meeting. One of the Committee members shall be designated to serve as Chairman of the Committee by the Chairman of the Board. The Nominating Committee shall nominate individuals to serve as Directors, elected officers and at-large members of the Executive Committee.

(e) Other Committees The Board, the Executive Committee or the Chairman may create such other Committees as any of them may deem necessary to accomplish the objectives of the Society. Members of all such Committees shall be appointed by the Chairman. Appointments to Committees created by the Board or the Executive Committee shall be subject to approval by the Board or the Executive Committee, as the case may be. Members of the Society, Directors, and officers shall be eligible for membership on all Committees so created. Decisions made by any such Committee shall be subject to approval of the Board or the Executive Committee unless the resolution creating the Committee specifies otherwise.

SECTION 5. NOMINATIONS AND ELECTIONS

(a) Notice to Membership Not less than ninety (90) days prior to each Annual Meeting, notice shall be given to the membership that proposals of individuals to serve on the Board of Directors may be sent to the Nominating Committee at Defenders' principal office. The notice shall set a deadline for the receipt of said proposals. All proposals shall be accompanied by a brief

statement of the candidate's qualifications.

(b) Nominations Elective officers of the Board and at-large members of the Executive Committee shall be nominated by the Nominating Committee. Members of the Finance Committee and the Nominating Committee shall be nominated by the Chairman. Not less than thirty (30) days prior to the Annual Meeting, a list of those individuals nominated for election as Directors and those members of the Board nominated for the foregoing positions, together with applicable election rules, shall be transmitted to all members of the Board.

(c) Elections Each Board member attending the Annual Meeting shall have one vote for each position being filled. If the number of candidates exceeds the positions being filled, the persons elected will be those having the highest number of votes.

(d) Publication of Results The results of the election of Directors, officers and at-large members of the Executive Committee shall be announced in a periodical of the Society as promptly as practicable following the Annual Meeting.

SECTION 6. FISCAL YEAR The fiscal year of the Society shall be October 1 to September 30.

ARTICLE IV. MEMBERSHIP

Membership in the Society shall be in such classes and with such respective benefits and privileges as the Board may from time to time determine.

ARTICLE V. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and where they are not inconsistent with these By-laws and any special Rules of Order the Society may adopt.

ARTICLE VI. ENDOWMENT

SECTION 1. PERMANENT ENDOWMENT A Defenders of Wildlife Endowment Fund (DWEF) shall be maintained and shall consist of all monies and property contributed to the Society and so designated by the donor. So much of the income from the DWEF shall be available for current operations or any other purpose of the Society as the Board shall determine.

SECTION 2. BOARD-DESIGNATED ENDOWMENT A Board-Designated Endowment Fund (BDEF) shall be maintained and shall consist of all monies and other property allocated to the BDEF by the Board. None of the principal of the BDEF shall be used for any other purpose, either directly or indirectly by loan, pledge or otherwise, except pursuant to a three-quarters vote of the members of the Board present and voting at any meeting of the Board upon not less than twenty (20) days' written notice to the Board of such proposed action. The income from the BDEF shall be available for current operations of the Society or such other purpose as the Board may determine.

SECTION 3. INVESTMENT The DWEF and BDEF shall be invested, either separately or in a pooled form, in such securities and other income-producing property as the Board may determine. The Board may retain such counsel or make such other arrangements for the management of the Society's endowment funds as it deems appropriate.

ARTICLE VII. INDEMNIFICATION

The Society shall indemnify any Director or officer or former Director or officer of the Society, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, or the legal representative of any of the foregoing, to the fullest extent required or permitted from time to time by applicable law against expenses reasonably incurred by such person in connection with the defense of any pending or threatened action, suit or proceeding by reason of being or having been such Director or officer.

ARTICLE VIII. AMENDMENTS

These By-laws may be amended by a two-thirds vote of the members of the Board present and voting at any meeting of the Board. Not less than twenty (20) days' notice of each proposed amendment shall be given to the Board in writing through the Chairman.

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